OMB APPROVAL

Mail Processing UNITED STATES Section SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 MAY 05 ZUUU FORM D	OMB NUMBER: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response			
NOTICE OF SALE OF SECURITIES PURSUANT TO	SEC USE ONLY			
Washington, DC REGULATION D. 101 SECTION 4(6), AND/OR	Prefix Serial			
UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED			
Name of Offering (check if this is an amendment and name has changed, and indicate change.)				
Series C Convertible Preferred Stock				
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ■ Rule 506 ☐ Sec Type of Filing: ■ New Filing ☐ Amendment	ction 4(6) D ULOE			
A. BASIC IDENTIFICATION D	ATA (III III III III III III III III III I			
1. Enter the information requested about the issuer				
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	08049832			
Demandware, Inc.				
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)			
120 Presidential Way, Suite 320, Woburn, MA 01801	781-756-3700			
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)			
Brief Description of Business:				
The company designs, develops, markets and sells e-commerce software	PDOCESSES			
Type of Business Organization corporation limited partnership, already formed	D other (please specify):			
□ business trust □ limited partnership, to be formed	MAY 0 6 2008			
Month Year Actual or Estimated Date of Incorporation or Organization 02 2004 B Actual or Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for S CN for Canada; FN for other foreign jurisdice	tuul DEstimated THOMSON REUTERS			
GENERAL INSTRUCTIONS	•			
Federal:				

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manualty signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing.Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Fallure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA			
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Pearce, John	(Number and S	Street, City, State, Zip Co	del			
Business or Residence Address	(Number and a	street, City, State, Zip Co	ucj			
c/o Demandware, Inc., 120 Presidential	Way, Suite 320	, Woburn, MA 01801				
Check Box(es) that Apply:	() Promoter	 Beneficial Owner 	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)				 -		
Schambach, Stephan Business or Residence Address	(Number and S	Street, City, State, Zip Co	(ic)			
figuress of residence Address	(Number and	street, city, ciare, and	,			
c/o Demandware, Inc., 120 Presidential	Way, Suite 320	, Woburn, MA 01801				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Danage Jaffern C						
Barnett, Jeffrey G. Business or Residence Address	(Number and S	treet, City, State, Zip Coo	lc)			
	-	•				
c/o Demandware, Inc., 120 Presidentia	Wuy, Suite 320		5 A83			
Check Box(es) that Apply:	D Promoter	☐ Beneficial Owner	■Executive Officer	C) Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Driscoll, Jamus						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
	-	·				
elo Demandware, Inc., 120 Presidentia			■ Executive Officer		Committee Managing Bartons	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	1					
Jefferson, Philip						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ide)			
c/o Demandware, Inc., 120 Presidentia			Executive Officer	☐ Director	☐ General and/or Managing Partner	
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	E Executive Officer	O Dilector	D General andrea (managing current	
Full Name (Last name first, if individual)	1					
Griffin, Tom						
Business or Residence Address	(Number and !	Street, City, State, Zip Co	kle)			
		N 332				
c/o Demandware, Inc., 120 Presidentia			■ Executive Officer	☐ Director	G General and/or Managing Partner	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		G Director	2 Collisia and of Franking	
Full Name (Last name first, if individual						
Whiteomb, Wayne						
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)			
c/o Demandware, Inc., 120 Presidential Way, Suite 320, Woburn, MA 01801						
clo Demandware, Inc., 120 Presidentia Check Box(cs) that Apply:		Beneficial Owner	□ Executive Officer	■ Director	General and/or Managing Partner	
Full Name (Last name first, if individual	☐ Promoter	O Denementa Owner	as macourie contect			
run rame (tast name mat, it motivious)	,					
Bohn, Larry						
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)			

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c/o Demandware, Inc., 120 Presidential Way, Suite 320, Wohurn, MA 01801

A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	O Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Skok, Michael Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o Demandware, Inc., 120 Presidential				■ Director	5 C and and low Managing Bostons	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	• Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
O'Connor, Dan Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
	-	•	,			
c/o Demandware, inc., 120 Presidential	Way, Suite 320			■ Director		
Check Box(es) that Apply:	D Promoter	☐ Beneficial Owner	D Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Ebling, Tom			 			
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
c/o Demandware, Inc., 120 Presidential	Way, Suite 320	Woburn, MA 01801				
Check Box(cs) that Apply:	□ Promoter	■ Beneficial Owner	□Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
General Catalyst Group III, L.P. Business or Residence Address	(Number and S	street, City, State, Zip Coo	le)			
20 University Road, Suite 450, Cambrid	ige, MA 02138					
Check Box(es) that Apply:	D Promoter	 Beneficial Owner 	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
North Bridge Venture Partners V-A, L.	p					
Business or Residence Address	(Number and	Street, City, State, Zip Co	xlc)			
		•				
950 Winter Street, Suite 4600, Waltham		Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter	a Determination of the	D Executive Officer	- Director	D Oction and of things ig t and	
Full Name (Last name thist, it individual)						
North Bridge Venture Partners V-B, L.	P					
Husiness or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
950 Winter Street, Suite 4600, Waltham	, MA 02451					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
T-Systems Venture Fund GmbH & Co. KG Business or Residence Address (Number and Street, City, State, Zip Code)						
C						
Check Box(es) that Apply:	□ Promoter	D Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	- 1 tollionel	and descriptions are resident			<u> </u>	
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)			

B. INFORMATION ABOUT OFFERING						
		Yes	No			
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•			
	Answer also in Appendix, Column 2, if filing under ULOE.	_				
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u> Yes	No			
_		1 05	מא			
3.	Does the offering permit joint ownership of a single unit?	_	u			
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.					
Full Non	Name (Last name first, if individual) ne.					
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)					
Nan	nie of Associated Broker or Dealer					
Stat	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers	* II C				
	(Check "All States" or check individual States)	All States	(115)			
. l	[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NI] [NN] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full	l name (Last name first, if individual)					
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)					
Nan	me of Associated Broker or Dealer					
Stat	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
, ,	[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NI] [NV] [NV] [NV] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ {ID} _ [MO] _ [PA] _ [PR]			
full	l Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)						
Name of Associated Broker or Dealer						
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States				
_	{AL} _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [IL] _[IN] _[IN] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NV]<	_ [HI] _ [MS] _ [OR] _ [WY]	_ (ID _ {MO) _ [PA] _ [PR]			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

۱.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box mand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	S
	Equity	\$ <u>9,159,303.98</u>	\$ <u>9,159,303.98</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	S
	Partnership Interests	\$	s
	Other (Specify)	S	\$
	Total	\$ <u>9,159,3((3,98</u>	\$ 9,159,303,98
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases \$ 9,159,303,98
	Accredited Investors		3_711.77,700,70
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		S
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		S
	Rule 505	destillant : .	
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	s
	Printing and Engraving Costs	а	s
	Legal Fees	•	S <u>30,000</u>
	Accounting Fees	0	S
	Engineering Fees	٥	s
	Sales Commissions (specify finders' fees separately)	o	s
	Other Expenses (identify)	o	s
	Total	•	\$ 30,000
	• • • • • • • • • • • • • • • • • • • •	- -	

	b. Enter the difference between the aggregate offer I and total expenses furnished in response to Part C "adjusted gross proceeds to the issuer."	: - Question 4.a. This difference is the	•••••	•	s _	9,129,303.98	
5.	Indicate below the amount of the adjusted gross profor each of the purposes shown. If the amount for and check the box to the left of the estimate. The to adjusted gross proceeds to the issuer set forth in res	any purpose is not known, fumish an est otal of the payments listed must equal th	limate				
				Payments to Officers, Directors, & Affiliates		Payments To Others	
	Salaries and fees		ø	\$	0	S	
	Purchase of real estate		a	\$		\$	
	Purchase, rental or leasing and installation of mach	inery and equipment	o	s	D	s	
	Construction or leasing of plant buildings and facil	ities	0	\$	0	\$	
	Acquisition of other business (including the value of that may be used in exchange for the assets or secumerger)	rities of another issuer pursuant to a	0	\$	0	\$	
	Repayment of indebtedness		 D	s	0	s	
	Working capital		 D	s		\$ <u>9,129,303,98</u>	
	Other (specify):		_	s	0	s	
	Once (speed)						
		***************************************	0	\$	o	\$	
	Column Totals		•	S0		\$ 9,129,303.98	
	Total Payments Listed (column totals added)			s <u>9,129,303.98</u>			
	and the same of th						
		D. FEDERAL SIGNATU	JKE,				
an i	issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Securaceredited investor pursuant to paragraph (b)(2) of the control of the contro	ities and Exchange Commission, upon v	If this notice written reque	is filed under Rule 505, the t st of its staff, the information	following i furnished	signature constitutes I by the issuer to any	
	er (Print or Type) nandware, Inc.	Signature 2		Date April <u>19.</u> , 2008			
N ¹ a-	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
	n Pearce	President and Chief Executive Offic	er				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

